

Punch Taverns (Offices) Limited

Report and Financial Statements

23 August 2003



Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

Registered No. 3946292

DIRECTORS

N Preston
G Thorley
R McDonald

SECRETARY

S Rudd

AUDITORS

Ernst & Young LLP
One Colmore Row
Birmingham
B3 2DB

BANKERS

Barclays Bank plc
15 Colmore Row
Birmingham
B3 2EP

SOLICITORS

Slaughter & May
One Bunhill Row
London
EC1Y 8YY

REGISTERED OFFICE

Jubilee House
Second Avenue
Burton upon Trent
Staffordshire
DE14 2WF

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

DIRECTORS' REPORT

The directors present their report and financial statements for the 53 week period ended 23 August 2003.

RESULTS AND DIVIDENDS

The loss for the period amounted to £60,000 (52 week period ended 17 August 2002: loss of £405,000). The directors do not propose the payment of a dividend (2002: Nil).

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the company is that of a property leasing company.

DIRECTORS AND THEIR INTERESTS

The directors of the company who served during the period are listed on page 1.

None of the directors had any declarable interest in the shares of the company at 23 August 2003 or 17 August 2002.

The beneficial interests of Directors who held office at 23 August 2003 in the shares of Punch Taverns plc are shown below:

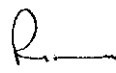
	<i>At 23 August 2003</i>		<i>At 17 August 2002</i>	
	Ord Shares	Ord Share Options	Ord Shares	Ord Share Options
N Preston	1,000	108,221	10,652	58,767
R McDonald	46,909	310,603	46,909	159,751
G Thorley	<u>137,750</u>	<u>6,405,399</u>	<u>127,750</u>	<u>6,250,760</u>

AUDITORS

A resolution to re-appoint Ernst & Young LLP as the company's auditors will be put to the forthcoming Annual General Meeting.

On behalf of the board

R J McDonald
Director
Date


13/11/2004

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF PUNCH TAVERNS (OFFICES) LIMITED

We have audited the company's financial statements for the period ended 23 August 2003 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 19. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

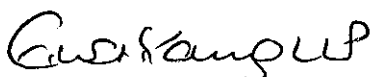
Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 23 August 2003 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
Birmingham

13 January 2004

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

PROFIT & LOSS ACCOUNT
for the 53 week period ended 23 August 2003

	<i>Notes</i>	53 week period ended 23 August 2003 £000	52 week period ended 17 August 2002 £000
TURNOVER	2	634	255
Cost of sales		-	-
GROSS PROFIT		634	255
Administrative expenses		(15)	(6)
Depreciation of fixed assets	3	(587)	(482)
OPERATING PROFIT/(LOSS)	3	32	(233)
Interest receivable	5	14	-
Interest payable	6	(132)	(135)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(86)	(368)
Tax on loss on ordinary activities	7	26	(37)
LOSS FOR THE PERIOD	15	(60)	(405)

There are no recognised gains or losses other than those shown above.

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

BALANCE SHEET
at 23 August 2003

	<i>Notes</i>	23 August 2003 £000	17 August 2002 £000
FIXED ASSETS			
Tangible fixed assets	8	5,989	4,729
CURRENT ASSETS			
Debtors due within one year	9	386	473
Cash at bank and in hand		316	125
		<u>702</u>	<u>598</u>
CREDITORS: amounts falling due within one year	10	<u>(5,545)</u>	<u>(4,035)</u>
NET CURRENT LIABILITIES		(4,843)	(3,437)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,146</u>	<u>1,292</u>
CREDITORS: amounts falling due after more than one year	11	(1,534)	(1,620)
NET LIABILITIES		<u>(388)</u>	<u>(328)</u>
CAPITAL AND RESERVES			
Called up share capital	14	-	-
Profit and loss account	15	(388)	(328)
TOTAL EQUITY SHAREHOLDERS' FUNDS	15	<u>(388)</u>	<u>(328)</u>

R J McDonald
Director
Date:


13/11/2004

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

NOTES TO THE FINANCIAL STATEMENTS
for the 53 week period ended 23 August 2003

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

In accordance with FRS 18 the directors have continued to review the accounting policies.

There have been no material changes to accounting policies.

Fundamental accounting concept – going concern

The company's liabilities exceed its assets. However, the ultimate parent company has undertaken to support it and not recall group debt until all other liabilities have been settled and the company has funds to repay. For this reason the financial statements have been prepared on a going concern basis.

Fixed assets

Fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition or revaluation, of each asset evenly over its expected useful life, as follows:

Buildings	Over 5 – 50 years
Fixtures and fittings	5 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

NOTES TO THE FINANCIAL STATEMENTS
for the 53 week period ended 23 August 2003

2. TURNOVER

Turnover, which is stated net of value added tax, represents property rentals invoiced to fellow subsidiaries. All turnover arises in the UK.

	2003 £000	2002 £000
Turnover includes property rentals of:		
Continuing activities	<u>634</u>	<u>255</u>

3. OPERATING PROFIT

This is stated after charging:

	2003 £000	2002 £000
Operating lease rentals	6	6
Tangible fixed assets	<u>587</u>	<u>482</u>
- land and buildings		
- depreciation		

4. DIRECTORS' EMOLUMENTS AND STAFF COSTS

The directors received no emoluments from the company in the current or preceding period. The company had no employees during the current or preceding period.

5. INTEREST RECEIVABLE

	2003 £000	2002 £000
Bank interest receivable	<u>14</u>	<u>-</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2003 £000	2002 £000
Bank and other loans	<u>132</u>	<u>135</u>

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

NOTES TO THE FINANCIAL STATEMENTS
for the 53 week period ended 23 August 2003

7. TAXATION

	2003 £000	2002 £000
The charge for tax on the loss for the period comprises:		
UK corporation tax – current period group relief (receivable)/payable	(20)	37
Deferred tax – current period	(6)	-
	<u>(26)</u>	<u>37</u>

The charge to UK corporation tax is reconciled as follows:

Reconciliation of tax charges

	2003 £000	2002 £000
Loss on ordinary activities before taxation	<u>(86)</u>	<u>(368)</u>
Loss on ordinary activities at standard rate of corporation tax in the UK (30%)	(26)	(110)
<i>Effects of:</i>		
Timing differences relating to fixed assets	6	145
Expenses not deductible for tax purposes	-	2
Current period group relief (receivable)/payable	<u>(20)</u>	<u>37</u>

8. TANGIBLE FIXED ASSETS

	Land & buildings £000	Fixtures & Fittings £000	Total £000
Cost or Valuation:			
At 17 August 2002	5,211	-	5,211
Additions	1,335	512	1,847
At 23 August 2003	<u>6,546</u>	<u>512</u>	<u>7,058</u>
Depreciation:			
At 17 August 2002	(482)	-	(482)
Depreciation	(490)	(97)	(587)
At 23 August 2003	<u>(972)</u>	<u>(97)</u>	<u>(1,069)</u>
Net book value:			
At 23 August 2003	<u>5,574</u>	<u>415</u>	<u>5,989</u>
At 17 August 2002	<u>4,729</u>	<u>-</u>	<u>4,729</u>

Punch Taverns (Offices) Limited
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NOTES TO THE FINANCIAL STATEMENTS
at 23 August 2003

8. TANGIBLE FIXED ASSETS *continued*

The split of the net book value of land and buildings is as follows:

	Freehold £000	Long Leasehold £000
At 23 August 2003	<u>4,130</u>	<u>1,444</u>
At 17 August 2002	<u>2,802</u>	<u>1,927</u>

9. DEBTORS

	2003 £000	2002 £000
<i>Due in less than one year</i>		
Social security and other taxes	-	457
Deferred tax debtor (note 13)	6	-
Prepayments and accrued income	18	16
Amounts due from group undertakings	<u>362</u>	<u>-</u>
	<u>386</u>	<u>473</u>

10. CREDITORS: *amounts falling due within one year*

	2003 £000	2002 £000
Loans (note 12)	85	79
Accruals and deferred income	67	52
Corporation tax	56	76
Social security and other taxes	8	-
Amounts owed to group undertakings	<u>5,329</u>	<u>3,828</u>
	<u>5,545</u>	<u>4,035</u>

11. CREDITORS: *amounts falling due after one year*

	2003 £000	2002 £000
Loans (note 12)	<u>1,534</u>	<u>1,620</u>

Punch Taverns (Offices) Limited
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NOTES TO THE FINANCIAL STATEMENTS
at 23 August 2003

12. LOANS

	2003	2002
	£000	£000
Amounts repayable by instalments falling due:		
In one year	85	79
Between one and two year	93	85
Between two and five years	324	301
In five years or more	<u>1,117</u>	<u>1,234</u>
	<u>1,619</u>	<u>1,699</u>

The company has a bank loan with Barclays Bank plc, which is repayable by instalments, the final payment for which is due on 19 June 2015. The interest rate on the loan at 23 August 2003 was 4.93%, which represented LIBOR + 1%.

The bank loans are secured by a deed of charge on the leasehold property of the company.

13. DEFERRED TAXATION

	2003	2002
	£000	£000
The deferred tax balance consists of:		
Depreciation in advance of capital allowances	<u>6</u>	<u>-</u>

There is no unprovided deferred tax (2002: nil).

14. SHARE CAPITAL

	2003	2003	2002	2002
	No.	£	No.	£
<i>Authorised share capital</i>				
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>
<i>Called up share capital, amount paid up:</i>				
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

NOTES TO THE FINANCIAL STATEMENTS
at 23 August 2003

15. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share Capital	Profit & Loss Account	Total Share- holders' Funds
	£000	£000	£000
At 18 August 2001	-	77	77
Loss for the year	-	(405)	(405)
At 17 August 2002	-	(328)	(328)
Loss for the period	-	(60)	(60)
At 23 August 2003	-	(388)	(388)

16. FINANCIAL COMMITMENTS

At 23 August 2003 the company had annual commitments under non-cancellable operating leases as set out below:

	Land & Buildings 2003 £000	Land & Buildings 2002 £000
Operating leases which expire: In over five years	6	6

The rentals under the above operating lease are subject to an annual review.

17. CASHFLOW STATEMENT

The company has taken advantage of the exemption under FRS1 not to prepare a cashflow statement on the grounds that it is a wholly owned subsidiary of an EU parent, in whose financial statements a consolidated cashflow statement is prepared.

18. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption in paragraph 3(c) of FRS 8 from disclosing transactions with related parties that are part of the Punch Taverns plc Group or investees of the group. There were no other related party transactions during the year.

Punch Taverns (Offices) Limited
53 week period ended 23 August 2003

NOTES TO THE FINANCIAL STATEMENTS

at 23 August 2003

19. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking and controlling party is Punch Taverns plc, a company registered in England & Wales.

Punch Taverns plc is the parent undertaking of the only group of undertakings for which group financial statements are drawn up and of which the company is a member.

Copies of its group financial statements, which include the company, are available from Jubilee House, Second Avenue, Burton upon Trent, Staffordshire, DE14 2WF.